

Company Number: 02958399

Amended originally
filed on 15 August
2017

THE COMPANIES ACTS 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ALCENTRA LIMITED

(the "Company")

29th June 2017

(the "Circulation Date")

FRIDAY



ACUJAXCH
A7 12/01/2024 #259
COMPANIES HOUSE

We, the undersigned, being the member entitled to attend and vote at any general meeting of the Company on the Circulation Date in respect of the resolutions set out below, **HEREBY AGREE** that the following resolutions numbered 1, 2, 3 and 4 be passed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT the £23,959,061 loan owed by the Company to Alcentra Asset Management Limited be converted into 23,959,061 ordinary shares of £1 each thereby increasing the total issued share capital of the Company to 25,659,063 ordinary shares of £1 each;

2. THAT, 25,659,063 ordinary shares of £1 each in the Company be re-designated as 80,000,000 ordinary shares of £0.32073829 each to be held by Alcentra Asset Management Limited, such new classes of shares conferring upon the holder such rights as set out in the articles of association.


3. THAT the Company create a new B share class of 20,000,000 ordinary shares of £0.32p each.

4. THAT the directors are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to allot shares in the Company, or to grant rights to subscribe for or convert any security into, shares in the Company up to a maximum aggregate nominal amount of £6,400,000 (and section 551(6) of the Companies Act 2006 shall apply to determine the number of shares that may be allotted under this authority in relation to any rights to subscribe for or convert any securities into shares). The authority unless previously renewed, further renewed, revoked or varied shall expire at the end of five years beginning on the date on which this article was first adopted, save that the directors may make an offer or agreement which would, or might, require shares to be allotted (or rights to subscribe for or to convert any security into shares to be granted) after the expiry of such authority (in which case the directors may allot or grant rights in respect of shares in pursuance of such offer or agreement as if such authorisation had not expired).

SATURDAY



A6C606AJ
A15 05/08/2017 #44
COMPANIES HOUSE



Date 31 June 2017

duly authorised for and on behalf of
ALCENTRA ASSET MANAGEMENT LIMITED

NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Office of the Corporate Secretary, BNY Mellon Centre, 160 Queen Victoria Street, London EC4V 4LA.
- **Post:** returning the signed copy by post to the Office of the Corporate Secretary, BNY Mellon Centre, 160 Queen Victoria Street, London EC4V 4LA.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Remi.Ladega@BNYMellon.com

If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

However, once you have indicated your agreement to the resolution, you may not revoke your agreement.

2. Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Written Resolution to pass, it will lapse. If you agree to the Written Resolution, please ensure that your agreement reaches us before or during this date.
3. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.